

EXECUTION VERSION

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re Lehman Brothers Holdings Inc., et al., Debtors.

Case No. 08-13555 (JMP)
(Jointly Administered)

PARTIAL TRANSFER OF CLAIM OTHER THAN FOR SECURITY

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C. § 1111(a).
Transferee hereby gives evidence and notice pursuant to Rule 3001(e)(2), Fed. R. Bankr. P., of
the transfer, other than for security, of the claim referenced in this evidence and notice.

VÄRDE INVESTMENT PARTNERS, L.P.
Name of Transferee

GOLDMAN SACHS LENDING PARTNERS
LLC
Name of Transferor

Name and Address where notices to transferee
should be sent:

8500 Normandale Lake Blvd
Suite 1500
Minneapolis, MN 55437
Attention: Edwina Steffer
Fax: 952 893 9613
Phone: 952 374 6983
Email: esteffer@varde.com

Court Claim # (if known): 17199
Amount of Claim Transferred: \$98,224,632.00
Date Claim Filed: 9/18/09
Debtor: Lehman Brothers Holdings Inc.

EXECUTION VERSION


I declare under penalty of perjury that the information provided in this notice is true and correct to the best of my knowledge and belief.

VÄRDE INVESTMENT PARTNERS, L.P.

By: Värde Investment Partners G.P., LLC, Its General Partner

By: Värde Partners, L.P., Its Managing Member

By: Värde Partners, Inc., Its General Partner

By:  **Scott T. Hartman**
Managing Director
Name of Transferee/Transferee's Agent

Date: 10-31-14

Acknowledged and Agreed:

GOLDMAN SACHS LENDING PARTNERS LLC

By: _____
Name of Transferor/Transferor's Agent

Date: _____

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 & 3571.

EXECUTION VERSION

I declare under penalty of perjury that the information provided in this notice is true and correct to the best of my knowledge and belief.

VÄRDE INVESTMENT PARTNERS, L.P.

By: Värde Investment Partners G.P., LLC, Its General Partner

By: Värde Partners, L.P., Its Managing Member

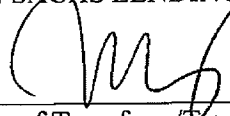
By: Värde Partners, Inc., Its General Partner

By: _____
Name of Transferee/Transferee's Agent

Date: _____

Acknowledged and Agreed:

GOLDMAN SACHS LENDING PARTNERS LLC

By:  _____
Name of Transferor/Transferor's Agent

Michelle Latzoni
Authorized Signatory

Date: 10/30/14

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 & 3571.

EXECUTION VERSION

EVIDENCE OF TRANSFER OF CLAIM

TO: United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court")
Attn: Clerk of the Court

AND TO: Lehman Brothers Holdings Inc. ("Debtor")
Case No. 08-13555 (JMP) (Jointly Administered)

Claim Number 17199

GOLDMAN SACHS LENDING PARTNERS LLC, its successors and assigns (collectively, "Transferor") hereby acknowledges that, for good and valuable consideration, Transferor has unconditionally and irrevocably sold, transferred and assigned to:

VÄRDE INVESTMENT PARTNERS, L.P.

8500 Normandale Lake Blvd
Suite 1500
Minneapolis, MN 55437
Attention: Edwina Steffer
Fax: 952 893 9613
Phone: 952 374 6983
Email: esteffer@varde.com

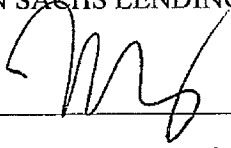
its successors and assigns ("Transferee") all rights, title and interest in and to the claim of Transferor in the liquidated principal amount of **\$98,224,632.00** (the "Claim") against Lehman Brothers Holdings Inc., a Debtor in Case No. 08-13555 in the Bankruptcy Court, or any other court with jurisdiction over the bankruptcy proceedings of the Debtor. Transferor hereby waives any objection to the transfer of the Claim to Transferee on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Transferor acknowledges and understands, and hereby stipulates that an order of the Bankruptcy Court may be entered without further notice to Transferor transferring the Claim to Transferee and recognizing the Transferee as the sole owner and holder of the Claim.

You are hereby directed to make all future payments and distributions, and to give all notices and other communications, in respect of the Claim to Transferee.

EXECUTION VERSION

IN WITNESS WHEREOF, the undersigned has duly executed this Evidence of Transfer of Claim by its duly authorized representative dated October 31, 2014.

GOLDMAN SACHS LENDING PARTNERS LLC

By: 
Name: _____
Title: **Michelle Latzoni**
Authorized Signatory

VÄRDE INVESTMENT PARTNERS, L.P.

By: Värde Investment Partners G.P., LLC, Its General Partner

By: Värde Partners, L.P., Its Managing Member

By: Värde Partners, Inc., Its General Partner

By: _____
Name: _____
Title: _____

EXECUTION VERSION

IN WITNESS WHEREOF, the undersigned has duly executed this Evidence of Transfer of Claim by its duly authorized representative dated October 31, 2014.

GOLDMAN SACHS LENDING PARTNERS LLC

By: _____
Name:
Title:

VÄRDE INVESTMENT PARTNERS, L.P.

By: Värde Investment Partners G.P., LLC, Its General Partner

By: Värde Partners, L.P., Its Managing Member

By: Värde Partners, Inc., Its General Partner

By:  _____
Name: **Scott T. Hartman**
Title: **Managing Director**